

# Notice of Annual General Meeting

**Inverloch & District Financial Enterprises Limited**  
**A.B.N. 13 117 672 590**

**To be held at Cottage Restaurant, Inlet Hotel  
at 3 - 5 The Esplanade, INVERLOCH  
on 22<sup>nd</sup> November 2012 at 7.00 p.m.**

## Ordinary Business

### 1. Receipt of Annual Report

To receive the Company's Financial Report, the Director's Report and the Auditor's Report for the year ended 30 June 2012.

### 2. Election of Directors

To consider, and if thought fit, to pass each of the following resolutions as an ordinary resolution.

#### **Re-election of Director retiring by rotation**

- (a) That **Domenic Anthony Brusamarello** be elected as a Director of the Company.
- (b) That **Alan Keith Gostelow** be elected as a Director of the Company.
- (c) That **David Leonard Schultz** be elected as a Director of the Company.

### 3. Remuneration Related Resolution

To consider, and if thought fit, pass the following resolution as an ordinary resolution.

- a) That the Remuneration Report be adopted.

The company will disregard any votes cast (in any capacity) on Item 3 by or on behalf of a member of key management personnel named in the Remuneration Report (and any closely related party of any such member) unless the vote is cast as proxy for a person entitled to vote in accordance with a direction on the proxy form.

## Attending the meeting

All shareholders may attend the Annual General Meeting.

*Joint holders:* In the case of joint shareholders, all holders may attend the Meeting. If only one holder attends (including by proxy), that shareholder may vote at the Meeting as if that holder were solely entitled to the shares. If more than one joint holder is present (including by proxy), the joint holder whose name appears first in the register may vote.

*Proxy:* If you are unable to attend the Meeting, you are entitled to appoint a proxy to attend and vote. See the attached Proxy Form for information on appointing a proxy.

*Corporate shareholder:* A corporate shareholder may appoint one or more persons to act as its representative under section 250D of the Corporations Act, but only one representative may exercise the corporate shareholder's powers at any one time. The Company requires written evidence of a representative's appointment to be given to the Company before the meeting.

## Voting restrictions

Key management personnel of the Company (and any closely related party of any such member) are excluded from voting on all resolutions that are directly or indirectly related to the remuneration of key management personnel and will not be able to vote your proxy on item 3 unless you direct them how to vote. If you intend to appoint the Chairman of the meeting as your proxy, you can direct him or her to vote by marking the Chairman's box on the proxy form (in which case the Chairman of the meeting will vote in favour of this item of business).

For the purposes of these voting restrictions:

The 'key management personnel' for Inverloch & District Financial Enterprises Limited are those persons having authority and responsibility for planning, directing and controlling the activities of the company, either directly or indirectly, including any director (whether executive or otherwise) of that company.

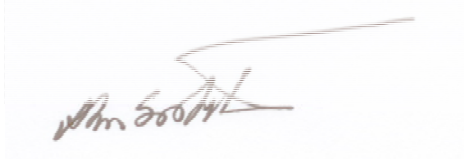
A 'closely related party' of a member of the key management personnel for Inverloch & District Financial Enterprises Limited includes a spouse or child, a child of the member's spouse, a dependent of the member or of the member's spouse, or anyone else who may be expected to influence the member (or be influenced by the member) in the member's dealings with the company.

#### **Voting rights**

Each shareholder is entitled to **one** vote.

For the purposes of voting at the Meeting, shares will be taken to be held by the persons who are registered as shareholders as at **6.00 P.M. on 19<sup>th</sup> November 2012.**

By order of the Board

A handwritten signature in dark ink, appearing to read 'Alan Gostelow', is written over a light blue horizontal line.

**Alan Gostelow**  
Company Secretary  
**22<sup>nd</sup> October 2012**

# Notice of Annual General Meeting

## Explanatory Notes

This information has been included to assist you in making an informed decision about the resolutions proposed at the meeting.

## Agenda item 2. Election of Directors

The following information is provided about candidates for election to the Board.

### Re-election of Director retiring by rotation

- (a) **Domenic Anthony Brusamarello** retires by rotation in accordance with the constitution of the Company, and being eligible, offers him/herself for re-election. His election is recommended by the Board.

#### **Domenic Anthony Brusamarello**

Director (*Appointed 29 October 2009*)

Age: 51

Self Employed Manager Retail Manager and Business Development Advisor

Foodworks Supermarket Inverloch

Current Director Inverloch & District Financial Enterprises Ltd. Owner and operator of the Inverloch Supermarket for more than fourteen years and long standing member of community groups.

- (b) **Alan Keith Gostelow** retires by rotation in accordance with the constitution of the Company, and being eligible, offers him/herself for re-election. His election is recommended by the Board.

#### **Alan Keith Gostelow**

Director (*Appointed 27 November 2005*)

Age: 70

Previous CEO Chief Executive Officer and Company Secretary

General Practice Alliance – South Gippsland Limited

Current Director, Chairman and Company Secretary, Inverloch & District Financial Enterprises Ltd. Previous

Director Peritus Business Consultants Pty Ltd. Previous Commissioned Officer Australian Regular Army.

Previous CEO for CityWide Service Solutions Pty Ltd and for Civil Construction Corporation in Tasmania.

Senior Management roles with Myer Melbourne, the Royal Melbourne Hospital and the City of Melbourne.

- (c) **David Leonard Schultz** retires by rotation in accordance with the constitution of the Company, and being eligible, offers him/herself for re-election. His election is recommended by the Board.

#### **David Leonard Schultz**

Director (*Appointed 24<sup>th</sup> September 2009*)

Age: 61

Civil Engineer

Current Director, Inverloch & District Financial Enterprises Ltd. Civil Engineer with GHD an international network of professional and technical consultants serving clients in the global markets of water, energy and resources, environment, property and buildings, and transportation.

## Agenda item 3. Remuneration Related Resolution

The Corporations Act requires a resolution that the Remuneration Report contained in the Company's Annual Report [and Concise Report] be adopted, be put to the vote. The resolution is advisory only and does not bind the Directors of the Company.